



BOARD OF TRUSTEES
Regular Meeting
December 12, 2018
Minutes

Members Present:

Sherrod France, President
Rod Waeckerlin, Vice President
Garry Goergen, Treasurer
Jason Campbell, Secretary
Mark Kostovny, Member

Administration:

Dana Barnett, Chief Executive Officer
Todd Gibson, Chief Financial Officer (Interim)
Ralph Parker, Chief Nursing Officer
Beverly Bush, Director, Human Resources
Collin McDonald, Director, Quality/Compliance/Risk
Stephanie Malcolm, Executive Assistant

Counsel:

Abbi Forwood, Attorney at Law

Guests:

Ron Vigus, Regional Vice President, QHR
Dr. Charles Cunningham, Providing input on behalf of the Chief of Staff
Dr. Duane Abels
Jan Gulbrandson, Radiology Manager
Shaun Johnson, Dingus, Zarecor and Associates via phone
Kami Matzek, Dingus, Zarecor and Associates via phone

Sherrod France, President, called the Memorial Hospital of Carbon County Board of Trustees meeting to order at 1800 hours.

Approval of Agenda:

Request was made to amend the agenda as follows:

1. Change order of item 14b: RFP Discussion to be moved between items 5 and 6 on Agenda.
2. Additions to Agenda: Contracts: Mountain Pacific HIPAA and RICOH Lease Agreement.

3. Additions to New Business: Joseph Skinner, Jr., Certified Registered Nurse Anesthetist Employment Agreement.

Rod Waeckerlin made a motion and Jason Campbell seconded the motion to accept the agenda as amended. Motion carried.

Approval of Regular Board Minutes: Board of Trustees (10/25/2018)

Rod Waeckerlin made a motion and Jason Campbell seconded the motion to accept the minutes as presented. Motion carried.

Annual Audit Presentation: Dingus, Zarecor and Associates

- Presentation of 2018 Annual Audit. Board members were provided copies of audit and findings.

Garry Goergen made a motion and Mark Kostovny seconded the motion to accept the audit report as presented. Motion carried.

Request For Proposal (RFP) Discussion presented by Sherrod France, President:

Review of Steering Committee Meeting held December 11, 2018. Sherrod France and Mark Kostovny reported that the committee issued no recommendation, and that the RFP steering committee was dissolved.

Memorial Hospital of Carbon County Foundation presented by Dana Barnett, CEO:

- No report at this time. Foundation meeting scheduled for December 11, 2018 was cancelled.

Medical Staff Report presented by Dr. Charles Cunningham, on behalf of Dr. Gregory Johnson, Chief of Staff

- Medical Staff expressed their support of Board of Directors and Quorum Health Resources throughout RFP process.

Corporate Compliance Report presented by Mark Kostovny: Reported one email regarding employees “leaving early.” This was investigated and resolved with no further issues.

Citizen participation: None

CEO/QHR:

Ron Vigus, Regional Vice President, QHR:

1. Summary of QHR RFP Presentation
2. Annual Benefit Report: Fiscal Year 2018, Goals and Achievements, Comparison of Financials, Leadership Support, Consulting Engagements, Supportive Resources.

Administrative Report:

Dana Barnett, CEO:

- **New Clinic:**
 - Pictures of project are on website.
 - A monthly meeting with LM Olson and MOA Architecture will take place. Minutes from these meetings will be shared.
 - All contracts with LM Olson have been signed.
- **Provider Recruiting:**
 - We continue to recruit for the open Emergency Department provider position. We had made an offer and it was not accepted.
 - David Taylor, CRNA, started October 29th.
 - Chuck Grant, CRNA, will start February 11, 2019 pending completion of pre-employment requirements. Chuck's hiring completes the CRNA staffing needs.
- **QHR Clinic Assessment:** The assessment is completed and the final report has been received. We are now working on implementing the Management Action Plan and considering a clinic reporting system that will improve information availability for the providers and staff.
- **Marketing:**
 - **Website:** The new website was launched. We hope this site provides more up-to-date information about the organization. While we have reviewed it many times, there may be things we missed and would appreciate any feedback. We have had timely response from our Web administrator regarding updates.
- **Plant Operations:**
 - Robert Leroy reported that heat in ED Rooms are now functioning correctly. Hot water is available throughout the building. Working to complete installation of new control system that will be fully automated.
- **Helmsley Trust Grant:** MHCC has been invited to submit a complete application for upgrade of radiology equipment. Generally this means that the Trust will recommend approving the application. Thanks to Jan for her work on the initial grant application.

Ralph Parker, CNO:

- **Radiology, Surgical Services, Med/Surg/ICU, Emergency Department/EMS, Women's Services, Infection Preventions, and Physical Therapy** activities and issues were presented and discussed. Details were distributed in the monthly Board of Trustee packet.

Beverly Bush, Director, Human Resources:

- **Recruiting and Employment Engagement** activities and issues were presented and discussed. Details were distributed in the monthly Board of Trustee packet.

Collin McDonald, Quality/Compliance/Risk

- **The Compliance Committee, HCAHPS, Lean Project, and Quality Measure** issues were presented and discussed. Details were distributed in the monthly Board of Trustee packet.

Financial Report:

Todd Gibson, CFO

Todd Gibson, CFO, presented to the Board of Trustees:

- Preliminary numbers for November 2018
- Reconciliation concerns from Audit: Todd and Pam are working together to resolve.
- Enthrive: Billing issues are continuing to be addressed.

Highlights included:

- Gross Revenue is .88% below budget.
- Net Revenue is 2.10% below budget.
- Deductions are 54.72% of revenue.
- Expenses are 14.18% below budget.
- Salaries are 12.42% below budget.
- Actual net income is \$(39,958) with \$58,801 budgeted.
- Year to date net income is \$557,796 with \$235,203 budgeted.
- Current cash on hand is 188.7 days.
- Current days in accounts receivable are 61.5.

Approval of Financials for period ending 10/31/2018 was requested.

Rod Waeckerlin made a motion and Mark Kostovny seconded the motion to approve the financials for period ending 10/31/2018 as presented. Motion carried.

Approval of Vouchers for period ending 10/31/2018 was requested.

Mark Kostovny made a motion and Garry Goergen seconded the motion to approve the vouchers for period ending 10/31/2018 as presented. Motion carried.

Capital Items:

- Proteus XRF ET Radiographic System presented by Jan Gulbrandson, Radiology Manager. Features of this floor mount radiographic system were described by Jan and their benefit to the new clinic. Discussion was held regarding Generic FFE that was included for clinic. Abigail Crank Forwood, Crank Legal Group, stated her concerns with contract noting that it is governed by a Master Service Agreement which GE was unwilling to provide. She noted that she would not recommend moving forward with contract due to the lack of a Master Agreement.

Mark Kostovny made a motion and Garry Goergen seconded the motion to approve the purchase of the GE Proteus XRF ET Radiographic System up to \$100,000. Motion carried.

- GE LogIQ E10 Console Demo presented by Jan Gulbrandson, Radiology Manager. This ultrasound imaging system and specialized attachments for specific clinical applications are built on a Windows 10 operating system utilizing GE's exclusive cSound design that will enable 48x the data to be processed 10x faster resulting in a significantly higher image quality. The cost is \$145,326.

Jason Campbell made a motion and Mark Kostovny seconded the motion to approve the purchase of the GE LogIQ E10 Console for \$145,326. Motion carried.

- bioMerieux Multi-Vidas presented by Ralph Parker, CNO. The purchase agreement for a clinical laboratory analyzer which will help perform specific tests, in the amount of \$26,483, was presented. This is a substitution to the Capital Budget. The purchase of the Coagulation Unit, originally agreed to in the Capital Budget, will not take place at this time and will be re-evaluated in 2019.

Jason Campbell made a motion and Garry Goergen seconded the motion to remove the Coagulation Unit from the current Capital Budget and substitute the Multi-Vidas analyzer in its place. Motion carried.

Quality Report presented by Dana Barnett, CEO

- **Clinical Dashboard and HCAHPS** was presented and discussed. Each clinic was distributed in the monthly Board of Trustee packet.

Old Business:

- **New Clinic** was discussed during CEOs Administration report (see above).

New Business:

- **Policy presented by Ralph Parker, CNO**
 - Flight Activation for Field / Offsite Transport of Packed Red Blood Cells Policy: During Trauma and certain emergency medical situations, Packed Red Blood Cells can be requested for flights. This policy is in conjunction with Classic Air Medical, the sole air ambulance service based in Carbon County. Two (2) units of packed red cells packaged by the Hospital will be available for “grab-and-go” from the hospital lab.

Mark Kostovny made a motion to approve the Flight Activation for Field / Offsite Transport of Packed Red Blood Cells Policy. Rod Waeckerlin seconded the motion. Motion carried.

Contracts:

- Mountain Pacific (HIPAA Security Compliance) presented by Collin McDonald, Director Quality/Compliance. This agreement was reviewed with the Board; Board action not required due to dollar amount.
- RICOH Lease Agreement reviewed by Abigail Crank Forwood, Crank Legal Group, P.C. This discussion was provided for information purposes only; Agreement states that MHCC cannot waive their right to Trial by Jury. Agreement formerly approved by Board, no motion needed.

Open Discussion:

- Year-End Bonus: Mark Kostovny noted he would like to make a motion to give a year-end bonus to MHCC employees as was done in 2017. Dana Barnett stated that bonuses had already been budgeted for and awarded to employees at the 2018 Christmas party. No further discussion.
- Board of Trustees Email: Discussion was held regarding creation of an email account specifically for the Board of Trustees that would be available to all MHCC staff as a way to improve communication and make the Board more accessible to hospital employees. IT will create an email for the Board of Trustees and this will be communicated amongst MHCC staff.

Recess Board of Trustees Public Meeting to Executive Session.

Rod Waeckerlin made a motion and Jason Campbell seconded the motion to go into Executive Session. Motion carried.

Board convened to Executive Session 2100 hours.

Resume Board of Trustees Public Meeting.

Rod Waeckerlin made a motion and Garry Goergen seconded the motion to resume the Board of Trustees public meeting at 0029 hours. Motion carried.

New Business Continued:

Mark Kostovny made a motion and Garry Goergen seconded the motion to approve employment contracts for:

1. Edward Zimmerman, MD, Emergency Department
2. Joseph Skinner, Jr., Certified Registered Nurse Anesthetist

Motion carried.

Mark Kostovny made a motion and Rod Waeckerlin seconded the motion to approve a One Time Waiver and Modification of Physician Employment Agreement.

1. Charles Cunningham, MD, FACOG

Motion carried.

Mark Kostovny made a motion and Rod Waeckerlin seconded the motion to grant privileges to:

1. Scott Bennion, MD – Dermatology: Courtesy Staff Reappointment
2. Michelle Henderson, MD – Orthopedic Surgery: Courtesy Staff Reappointment
3. Jon Baker, MD – General Surgery: Locum Tenens Staff Reappointment
4. Brandon Bennion, DNP, FNP-BC – Dermatology: Allied Health Staff
5. Charles Cunningham, MD – OB/GYN: Active Staff Reappointment
6. James Hejmanowski, MD – Hospitalist: Courtesy Staff Reappointment
7. Herman Feringa, MD – Cardiology: Courtesy Staff Reappointment
8. Ahmand Alqaqa’A, MD – Cardiology: Courtesy Staff Reappointment
9. Weston Swindlehurst, APRN – CRNA: Allied Health Staff Appointment

Motion carried.

Mark Kostovny made a motion and Garry Goergen seconded to accept the resignation privileges for:

1. David Hunter, MD – Radiology: Telemedicine Staff

Motion carried.

Rod Waeckerlin made a motion and Garry Goergen seconded the motion to approve the Severance Reimbursement Agreement between Quorum Health Resources, LLC and the Memorial Hospital of Carbon County.

Motion carried.

Adjournment:

With no further business coming before the Board, the Board of Trustees public meeting adjourned at 0035 hours.

There will be a Special Board meeting December 19, 2018 at 9:30 am.

The next regularly scheduled Board of Trustees meeting is January 24, 2019.

Respectfully submitted.

Stephanie Malcolm, Executive Assistant

Jason Campbell, Secretary, Board of Trustees
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